

PROFFERS

CARNEY-SMITH (RESIDENTIAL)

RZ 1998-SU-041

June 17, 1999

Pursuant to Section 15.2-2303(A), Code of Virginia, 1950 as amended, Jack W. Carney, Trustee and Benjamin M. Smith, Jr. Trustee, (hereinafter referred to as the "Applicant") for the owners, themselves, successors and assigns, in RZ 1998-SU-041, filed for property identified as Tax Map 56-2 ((1)) 69A part; (hereinafter referred to as the "Application Property"), agree to the following proffers, provided that the Board of Supervisors approves a rezoning of the Application Property to the PDH-12 District. In the event this application is approved, any previous proffers for the Application Property are hereby deemed null and void and hereafter shall have no effect on the Application Property.

1. **Development Plan.** Development of the Application Property shall be in substantial conformance with the Conceptual/Final Development Plan (CDP/FDP) prepared by The BC Consultants consisting of 20 sheets dated June, 1998 as revised through April 16, 1999.
2. **Minor Deviations.** Pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications from the CDP/FDP may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layout shown on the CDP/FDP without requiring approval of an amended CDP/FDP provided such changes are in substantial conformance with the CDP/FDP as determined by the Zoning Administrator, agents or assigns and neither increase the total number of units nor decrease the following: amount of open space; the amount of tree preservation; or the location of common open space areas; or distances to peripheral lot lines. Such changes may include, but not be limited to, adjusting the size and location of building footprints, revising width of units, shifting the number of single family attached units from one group of units to another and providing garage or non-garage units.
3. **Final Development Plan Amendment.** Notwithstanding that the CDP/FDP is presented on 20 sheets and said CDP/FDP is the subject of Proffer No. 1 above, it shall be understood that the CDP shall be the entire plan shown on Sheet(s) 2-5 relative to the points of access, the total number and general location and type of units, amount of open space, the general location of the recreational facilities, location of common open space areas and buffers, and limits of clearing and grading. The Applicant has the option to request a Final Development Plan Amendment ("FDPA") for elements other than CDP elements from the Planning Commission for all of or a part of the CDP/FDP in accordance with the provisions set forth in Section 16-402 of the Zoning Ordinance, if in conformance with the approved CDP and proffers.

4. **Recreational Facilities/Amenities.** The Applicant shall comply with Paragraph 2 of Section 6-110 of the Zoning Ordinance by providing a minimum expenditure of \$955 per dwelling unit, excluding Affordable Dwelling Units (ADUs), for developed recreational facilities by providing the following facilities as shown on the CDP/FDP.

Individual Land Bays

- Pedestrian pathways.
- One swimming pool for the multiple family units.
- One (1) clubhouse/leasing office with exercise facilities, business center and community room for the multiple family units.
- One tot lot

In the event the amount expended for these recreational facilities does not equate to \$955 per unit, the Applicant shall contribute the excess funds to the "Recreational Association" to be created as referenced in Proffer 9 towards the construction of the Neighborhood Park and/or community park facilities described in Proffers 22 and 30 below.

5. **Private Streets.** The private streets shall be constructed in conformance with Public Facilities Manual standards. Said private streets shall be constructed of materials and depth of pavement consistent with Section 7-502 of the Public Facilities Manual. Purchasers shall be advised in writing prior to entering into a contract of sale that the homeowners' association shall be responsible for the maintenance of all the private streets in the development. The homeowners' association documents shall specify that the homeowners' association is responsible for the maintenance of the private streets.
6. **Storm Water Management.** Storm Water Management (SWM) and Best Management Practices (BMPs) requirements for the Application Property shall be provided in the Regional Pond D-77 (the "Pond") in the general location shown on the CDP/FDP subject to the following:
 - A. At the time of final site plan approval or when deemed appropriate by DPWES, the Applicant shall dedicate and convey in fee simple to the Fairfax County Park Authority subject to easements necessary for construction and maintenance to the Applicant and/or Board of Supervisors, the land shown on the CDP/FDP needed for construction of the Pond as an embankment-only dry pond and all easements necessary to access and maintain the Pond as determined by Department of Public Works and Environmental Services ("DPWES") and the Maintenance and Stormwater Management Division.
 - B. The Applicant shall construct the Pond as an extended dry storm water control facility in accordance with plans and specifications approved by DPWES provided that the

Board of Supervisors enters into a written agreement with the Applicant, in a form and substance reasonably acceptable to the Applicant and to the Board of Supervisors, under which the Board of Supervisors will: (a) own the Pond, (b) maintain the Pond in accordance with the standard level of maintenance provided by Fairfax County for regional storm water management ponds, and (c) reimburse the Applicant for costs over and above normal on-site detention requirements from standard pro rata share contributions pursuant to terms in the written agreement. The actual cost of the pond will equal the total costs incurred by the Applicant in connection with the construction of the pond and its acceptance by the County, including, without limitation, the cost of design, engineering, substantiated direct overhead and construction. The actual cost will not include the value of the land conveyed for the pond and its ancillary easements. Any costs reasonably necessary, as determined by DPWES, to accommodate all lots adjacent to the pond as shown on the CDP/FDP, including deepening the basin and/or fill to raise the elevations of lots, shall be included in the actual cost of the pond for reimbursement purposes.

- C. The construction contract for the pond will be competitively bid and awarded to the lowest responsible, responsive bidder. This procurement process shall be monitored by DPWES. The Applicant shall require all subcontractors to document, through invoices, canceled checks, quantity take-offs, and other information as required by DPWES, the actual cost of the pond. The reasonableness of all reimbursable costs shall be mutually agreed upon by DPWES.
 - D. The Applicant shall bond the Pond with, or prior to, site plan approval of the first section of the residential portion of the Application Property.
7. Limits of Clearing and Grading. The Applicant shall conform to the limits of clearing and grading shown on the CDP/FDP subject to the installation of trails and utility lines, if necessary, as approved by DPWES. The trails and utility lines located within the area protected by the limits of clearing and grading shall be located and installed in the least disruptive manner possible considering cost and engineering, as determined by DPWES. At time of site plan submission, a replanting plan shall be developed and implemented, as approved by the Urban Forestry Branch of DPWES, for any areas within the areas protected by the limits of clearing and grading that are disturbed due to the installation of utility lines and trails.
8. Architecture/Building Landscaping. The building elevations and typical landscaping for the proposed single-family attached units and multi-family units shall be generally in character with the conceptual elevations and typical landscaping details as shown on Sheets 6, 16, and 17 of the CDP/FDP, or of a comparable quality as determined by DPWES.

9. Homeowners Association. In connection with the development of the Application Property, an umbrella organization or recreational association ("Recreational Association"), to include a portion of the Application Property (Land Bays C & D); the Warren Property which is subject to RZ 1998-SU-025 ("Warren Property") and the Augst-Pool property which is subject to RZ 1998-SU-057 ("Timber Ridge") shall be created. The responsibility of the Recreation Association shall be the funding and maintenance of the swimming pool/clubhouse to be located on the Warren Property and funding and/or construction of other recreational facilities proposed within the neighborhood park to be located on the Application Property and the Warren Property. The swimming pool/clubhouse to be located on the Warren Property is to be available to all of the residents of the proposed developments, with the exception of Land Bay A of the Application Property.

Individual neighborhoods (Lands Bays and/or development projects) may be subject to individual community associations established for the care, operation and maintenance of that individual development or Land Bay such as private streets, parking, sidewalks; pedestrian trails, common open space areas and recreational facilities.

10. Use of Garages. A covenant shall be recorded which provides that garages shall only be used for a purpose that will not interfere with the intended purpose of garages (e.g., parking of vehicles). This covenant shall be recorded among the land records of Fairfax County in a form approved by the County Attorney prior to the sale of any lots and shall run to the benefit of the homeowners' association, which shall be established, and the Fairfax County Board of Supervisors. Purchasers shall be advised of the use restriction prior to entering into a contract of sale.

11. Transportation.

A. Route 29, Lee Highway.

- i. Dedication. Subject to VDOT and DPWES approval, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way from the existing centerline of Route 29 along the Application Property frontage of Route 29, as shown on the CDP/FDP together with all necessary ancillary and temporary construction and grading easements. Said easements shall not preclude the Applicant from developing the Application Property as shown on the CDP/FDP. Dedication shall be made at the time of recordation of the final subdivision plat approval for the land bay adjacent to Route 29 or upon demand from Fairfax County, whichever occurs first.
- ii. Construction. The Applicant shall construct a left turn lane on Route 29 at its intersection with Monument Drive; a third westbound lane along the

Application Property's Lee Highway frontage; and signal improvements at Lee Highway and Monument Drive as required by Fairfax County and/or VDOT. Construction of these improvements shall occur no later than at the time of final site plan approval for the 650th unit.

- iii. **Funding.** In lieu of constructing a service drive and a trail along Route 29, the Applicant shall, at the time of final site plan approval for the 650th unit (88% of the total number of units) if not already done pursuant to RZ 1998-SU-040 or upon request by Fairfax County based upon a funded roadway project for Route 29, whichever occurs first, escrow with DPWES funds in an amount equal to the total estimated cost of the following improvements to Route 29 as determined by DPWES:
- a. A 26-foot wide service drive with curb, sidewalk and gutter on the north side of Route 29 along Application Property frontage.
 - b. A 8-foot wide asphalt trail along the Application Property frontage.

Said sum shall be estimated by the Applicant's engineers, subject to said estimate being approved by the DPWES.

- iv. This construction and funding for improvements to Lee Highway as described above shall be a credit against the Applicant's Fairfax Center Area Road Fund contribution.

B. Monument Drive.

- i. **Dedication.** Subject to VDOT and DPWES approval, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors those portions of the Monument Drive right-of-way, as shown on the CDP/FDP, to accommodate construction of a four-lane divided roadway. Applicant acknowledges the right-of-way width for Monument Drive shall be up to 114 feet. Dedication shall be made at time of recordation of the first subdivision plat or upon demand from Fairfax County, whichever occurs first.
- ii. **Design and Construction.**
- 1. The Applicant shall be responsible for the design of Monument Drive. Monument Drive shall be designed to a 70 Kph design standard and shall be designed to VDOT standards.

2. The Applicant shall manage the construction of 4 lanes of Monument Drive from the northern property line of the Application Property to and including at-grade improvements to Route 29, subject to the timely execution of a satisfactory cost-sharing agreement with the County prior to the Board of Supervisors approval of this rezoning application.
 3. The Applicant shall construct Monument Drive prior to the issuance of the first RUP.
- iii. Future Interchange. The Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way for an interchange at the intersection of Lee Highway and Monument Drive. Said dedication shall be in accordance with the right-of-way delineated on the CDP/FDP. The Applicant, shall upon request from VDOT and/or Fairfax County, dedicate the aforesaid area when the interchange design as specified above has been partially funded for construction. If said interchange is deleted from the County's Comprehensive Plan or not adopted by the Virginia Commonwealth Transportation Board, this proffer shall be null and void. Prior to dedication, Applicant shall be permitted to utilize said area for signage and open space.
 - iv. Possible Roadway Connection. The Applicant, if requested by the Carriage Park Homeowners Association, shall provide necessary easements within the proposed open space area located west of Monument Drive in order to provide a possible roadway connection as depicted on the CDPA 86-W-001-2/FDPA 86-W-001-2 revised through June 24, 1988, from the Carriage Park Community to Monument Drive.
- C. Government Center Parkway extension.
- i. Dedication. Subject to VDOT and DPWES approval, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way for the extension of Government Center Parkway as a four (4)-lane divided roadway as shown on the CDP/FDP. Dedication shall be made at time of final record plat approval for each section adjacent to the roadway or upon demand from Fairfax County, whichever occurs first.

ii. Construction.

- a. Government Center Parkway from its existing terminus from the west to Monument Drive.

Prior to the issuance of the first RUP for the multiple family units in Land Bay A, the Applicant shall construct Government Center Parkway extension as a four-(4) lane divided roadway from its existing terminus on the adjacent Government Center Property to and including its intersection with Monument Drive, subject to the timely execution of a satisfactory cost-sharing agreement with the County prior to the Board of Supervisors approval of this rezoning application. Said roadway shall be constructed within up to 110-foot right-of-way.

- b. Government Center Parkway between entrance to Land Bay D and eastern property line.

Prior to issuance of the first RUP in Land Bay D, the Applicant shall construct the portion of Government Center Parkway from the eastern property line westward to the first entrance serving the townhouse land bay east of EQC as a four lane divided roadway. Said roadway shall be constructed within up to 110 feet of right-of way.

- c. Government Center Parkway between entrance to Land Bay B and entrance to Land Bay D.

Prior to the issuance of the RUP for 75% of the total number of units, or prior to the issuance of the first RUP in Land Bay D in the event that Government Center Parkway is open to traffic east and west of Land Bay D, the Applicant shall construct the remaining portion of Government Center Parkway extension between the entrance to Land Bay B and the entrance to Land Bay D as a four lane divided roadway across the EQC. Said roadway shall be constructed within up to 110-foot right-of-way.

12. Roads in Use. The Applicant shall construct Monument Drive and Government Center Parkway in accordance with VDOT standards. For purposes of these proffers, construct shall mean that the committed road improvement is open to public traffic, whether or not accepted into the State system. Acceptance of roads by VDOT into its roadway system shall be diligently pursued by the Applicant and shall occur prior to final bond release.

13. Density Credit. All density related to all eligible street and public park dedications is hereby reserved pursuant to Paragraph 4 of Section 2-308 of the Zoning Ordinance.
14. Fairfax Center Area Roadway Contribution. The Applicant shall contribute to the Fairfax Center Area Road Fund in accordance with the "Procedural Guidelines" adopted by the Board of Supervisors on November 22, 1982, as amended, subject to credits for all creditable expenses, as determined by DPWES and in accordance with proffer 11 and the cost-sharing agreement between the County and the Applicant.
15. Turn Lanes. The Applicant shall construct right and left turn lanes on Monument Drive and Government Center Parkway as required by DPWES and VDOT along the Application Property's frontage.
16. Energy Conservation. Homes on the property shall meet thermal guidelines of the Virginia Power Energy Saver Program for energy-efficient homes or its equivalent, as determined by DPWES, for either electrical or gas energy systems.
17. Design Detail. The design details shown on Sheets 9-14 submitted with the CDP/FDP are provided to illustrate the design intent and overall community organization of the proposed development. Landscaping and on-site amenities shall be generally consistent in terms of character and quantity with the illustrations and details presented on these sheets. Specific features such as exact locations of plantings, driveways, sidewalks to individual units etc. are subject to modification with final engineering and architectural design. Landscaping and on-site amenities shall include but not be limited to the following features:
 - A. Landscaped entry features shall be provided at the intersections of Monument Drive/Government Center Parkway and Monument Drive/Rt. 29 to include entrance monumentation and/or signage, ornamental trees and shrubs as illustratively shown on Sheets 10 and 11.
 - B. A linear park, thirty-five feet (35') in width, shall be provided along the east side of Monument Drive which is located north of Government Center Parkway as generally shown on the CDP/FDP and Sheet 10. The linear park shall consist of a trail, street trees at a minimum of 3 inch caliper and benches on the east side of Monument Drive.
 - C. Street trees and/or seasonal ornamental landscaping shall be planted within the median of Monument Drive subject to VDOT approval.
 - D. Pedestrian lighting shall be provided along Monument Drive and along the pedestrian pathway system. The Applicant shall submit a lighting plan to DPWES at time of site plan(s) to identify the specific locations and types of the lighting to be provided.

Lighting shall be provided at intervals and shielded as appropriate to assure a well lighted pedestrian system.

- E. A total of twelve (12) benches shall be provided within and distributed among the linear park along Monument Drive, the pedestrian pathway system and neighborhood park.
18. Affordable Dwelling Units (ADUs). The Applicant shall comply with the ADU program as set forth in Part 8 of Article 2 of the Zoning Ordinance. The number of ADUs to be provided may be reduced based on the adoption of a future amendment to the provisions of the ADU ordinance. It shall be understood that the ADUs shall be located and dispersed within the multiple family buildings of the residential development.
19. Environmental Quality Corridor (EQC). The Applicant shall convey in fee simple to the Fairfax County Park Authority for public park purposes, the EQC as depicted on the CDP/FDP at or prior to the time of recordation of the final record plat for each section adjacent to the EQC or when deemed appropriate by DPWES. The EQC shall not be disturbed except for construction of Government Center Parkway and the trails and utility lines which may be necessary as set forth in Proffer 7. The Applicant shall design and construct the Government Center Parkway crossing as shown on the CDP/FDP to minimize clearing and grading within the EQC to the extent feasible. A conservation easement may be placed on some or all of the open space if necessary to meet the BMP requirements of the Public Facilities Manual. At time of site plan submission, a replanting plan shall be developed and implemented, as approved by the County Urban Forester for any areas located within the EQC that are disturbed due to the installation of utility lines and trails.
20. Swimming Pool Discharge. All waste water resulting from the cleaning and draining of the pool located on the site shall contain a minimum dissolved oxygen concentration of 4.0 milligrams per liter prior to discharge. The Applicant shall neutralize pool waters to a PH from 6.0 to 9.0 prior to discharge. Sufficient amounts of lime or soda ash shall be added to achieve a PH of approximate equal to that of the receiving stream.

If the water being discharged from the pool is discolored or contains a high level of suspended solids that could effect the clarity of the receiving stream, it shall be allowed to stand so that most of the solids settle prior to being discharged.

21. Noise.

A. Lee Highway.

- (1). The Applicant shall use building materials with characteristics pursuant to commonly accepted industry standards in order to achieve a maximum interior noise level of 45 dBA Ldn within that area impacted by highway noise from Lee Highway, (Route 29), which is estimated to be within 180 feet of the existing centerline of Route 29, having levels between 70 and 75 dBA Ldn noise contours, the Applicant shall construct the proposed dwelling units with the following acoustical measures to mitigate the impact of highway noise:

Construction materials and techniques known to have physical properties or characteristics suitable to achieve an STC of at least 45 for exterior walls;

Doors and windows shall have a laboratory STC rating of at least 37. If windows constitute more than twenty percent (20%) of any facade, they shall have the same laboratory STC as walls.

Measures to seal and caulk between surfaces shall follow methods approved by the American Society for Testing and Materials to minimize sound transmission.

- (2). The Applicant shall use building materials with characteristics pursuant to commonly accepted industry standards in order to achieve a maximum interior noise level of 45 dBA Ldn within that area impacted by highway noise from Lee Highway having levels between 65 and 70 dBA Ldn noise contours which is estimated to be within 385 feet of the existing centerline, the Applicant shall construct the proposed dwelling units with the following acoustical measures to mitigate the impact of highway noise:

Construction materials and techniques known to have physical properties or characteristics suitable to achieve an STC of at least 39 for exterior walls;

Doors and windows shall have a laboratory STC rating of at least 28. If windows constitute more than twenty percent (20%) of any facade, they shall have the same laboratory STC as walls.

Measures to seal and caulk between surfaces shall follow methods approved by the American Society for Testing and Materials to minimize sound transmission.

B. Government Center Parkway and Monument Drive.

- (1). The Applicant shall use building materials with characteristics pursuant to commonly accepted industry standards in order to achieve a maximum interior noise level of 45 dBA Ldn within that area impacted by highway noise from Government Center Parkway and Monument Drive having levels between 65 and 70 dBA Ldn noise contours, the Applicant shall construct the proposed dwelling units which have facades with doors and windows that will be directly exposed to noise generated from Government Center Parkway and Monument Drive with the following acoustical measures to mitigate the impact of highway noise:

Construction materials and techniques known to have physical properties or characteristics suitable to achieve an STC of at least 39 for exterior walls;

Doors and windows shall have a laboratory STC rating of at least 28. If windows constitute more than twenty percent (20%) of any facade, they shall have the same laboratory STC as walls.

Measures to seal and caulk between surfaces shall follow methods approved by the American Society for Testing and Materials to minimize sound transmission.

- (2). In order to achieve a maximum exterior noise level of 65 dBA Ldn in rear yard areas of townhouses in Land Bays C and D which are located adjacent to Government Center Parkway and Monument Drive, noise attenuation measures such as acoustical fencing, walls, earthen berms or combinations thereof shall be provided for any rear yards that are unshielded by topography or built structures. If acoustical fencing or walls are used, they shall be architecturally solid from a point no more than one inch from the ground up and shall contain no gaps or openings except for those required for walkways or other points of access, in which case a gate or staggered opening will be provided. The structures employed shall be of sufficient height to adequately shield the impacted area from the source of noise, as determined by DPWES. At the Applicant's discretion, the noise barrier(s) may be incorporated into privacy fencing.

Nothing herein shall be construed to restrict or otherwise limit the use of decks, balconies, or patios and all other permitted accessory uses on residential units.

As an alternative to paragraph A and B above, the Applicant may, at its sole discretion, have a refined acoustical analyses performed in coordination with the County planning staff to determine which units/buildings may have sufficient shielding to permit a reduction in the mitigation measures prescribed above, subject to approval by the DPWES.

22. Neighborhood Park. The Applicant shall dedicate and convey in fee simple to the Fairfax County Park Authority approximately 10 acres, including the EQC, as shown on Sheet 2 of the CDP/FDP for a portion of a neighborhood park ("Neighborhood Park"). The Neighborhood Park is to be located on the Application Property as shown on the CDP/FDP and on the Warren Property. The Neighborhood Park is to consist of the following facilities:

North of Government Center Parkway

- One playground
- Three (3) picnic tables and a gazebo
- Six (6) foot wide asphalt trail as shown on the CDP/FDP

South of Government Center Parkway

- One multi-purpose court
- One tennis court
- One play area with gravel parking lot for 10 parking spaces
- Six (6) foot wide asphalt trail

The Applicant shall construct the facilities located on the north side of Government Center Parkway as shown on the CDP/FDP prior to the issuance of the first RUP in Land Bay D or 87% of the total number of dwelling units whichever event occurs first. The facilities located on the south side of Government Center Parkway are to be constructed by others. The neighborhood park shall be dedicated to the Fairfax County Park Authority subsequent to the construction of the proposed recreational facilities.

23. Construction Measures

- A. The Applicant agrees to take reasonable measures to minimize construction traffic on the existing portion of Government Center Parkway to the west of the Application Property. The Applicant shall notify all contractors to utilize Route 29 to the entrance on Monument Drive for construction vehicles. Signage shall be posted along the existing portion of Government Center Parkway west of the Application Property prohibiting construction traffic.

- B. The Applicant agrees to take reasonable measures which are consistent with the standards of construction in Fairfax County to maintain Government Center Parkway and Carriage Park streets, sidewalks, buildings and storm water ponds free from dirt, gravel, construction materials and debris at all times and will clean these areas as often as necessary at its expense to assure compliance. Should dry weather cause excessive dirt and dust, the Applicant agrees to apply water consistently to the construction site.
 - C. The Applicant agrees that construction and delivery of construction materials on any portion of the Applicant Property, including road construction on Government Center Parkway and Monument Drive, shall be limited to the hours prescribed by the Fairfax County Noise Ordinance.
 - D. The Applicant shall take reasonable measures to monitor and control pests resulting from construction and agrees to remove, trap or eradicate pests at its expense in accordance with County policies.
24. Pedestrian Trails. The Applicant shall provide the following pedestrian trails/sidewalks within public access easements:
- A. A five (5) foot wide concrete sidewalk shall be provided on the north side of Government Center Parkway and shall extend offsite to Runabout Lane to the west.
 - B. A five (5) foot wide concrete sidewalk shall be provided on the south side of Government Center Parkway.
 - C. An eight (8) foot wide asphalt trail shall be provided on the east side of Monument Drive north of Government Center Parkway.
 - D. A five (5) foot wide concrete sidewalk shall be provided on the east side of Monument Drive south of Government Center Parkway.
 - E. A six (6) foot wide asphalt trail shall be provided within the neighborhood park as generally shown on the CDP/FDP.

The trails shall be co-located with utilities, where feasible, and the trails shall be located, designed, and constructed to minimize impacts to the EQC. In addition, the Applicant shall coordinate the location of any trails within the EQC with the Fairfax County Park Authority (FCPA).

25. Government Center Parkway Streetscape. In order to assure design compatibility between the Application Property and the proposed residential developments known as the Warren Property which is subject to RZ 1998-SU-025 ("Warren Property") and the Augst-Pool property which is subject to RZ 1998-SU-057 ("Timber Ridge"), the Applicant shall implement the design elements along Government Center Parkway in accordance with the

Government Center Parkway Streetscape Plan prepared by BC Consultants shown on Sheet 8 of the CDP/FDP which include the following:

- A. Street Furniture. Benches shall be provided along Government Center Parkway. The benches along Government Center Parkway shall be of a compatible style with the Warren Property and Timber Ridge developments as shown on the Streetscape Plan.
 - B. Entrance Features. Landscaped entry features shall be provided at the entrance to the proposed development from Government Center Parkway to include ornamental trees and shrubs as shown on the streetscape plan. These entrances shall include a landscape design which is compatible with and complementary to the landscaping at the entrances to the Warren Property and Timber Ridge developments.
 - C. Lighting. Lighting along Government Center Parkway shall be provided generally as shown on the streetscape plan.
 - D. Landscaped Median. Street trees and/or seasonal ornamental landscaping shall be planted within the median of Government Center Parkway as shown on the streetscape plan, subject to VDOT approval.
 - E. Trail. A five (5)-foot wide concrete sidewalk shall be provided along the north side of Government Center Parkway as shown on the streetscape plan. A five (5)-foot wide concrete sidewalk shall be provided on the south side of Government Center Parkway as shown on the streetscape plan.
 - F. Shade Trees. The deciduous shade trees along Government Center Parkway shall be a minimum of 2 ½ -3 inch caliper.
26. Design Coordination with Warren Property and Timber Ridge. The Applicant shall provide benches, mailbox kiosks, landscape entrance features in a compatible style as the Warren Property and Timber Ridge. Signage at the entrance shall be compatible with the entrance signage for the Warren Property and Timber Ridge in terms of materials i.e., similar brick color and similar pre-cast elements.
27. Severability. Any of the single-family attached or the multi-family sections may be subject to a Proffered Condition Amendment without joinder and/or consent of the other sections, if such PCA does not affect any other sections. Previously approved proffered conditions applicable to the section(s) which is not the subject of such a PCA shall otherwise remain in full force and effect.
28. Successors and Assigns. These proffers will bind and inure to the benefit of the Applicant and his/her successors and assigns.

29. Counterparts. These proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original document and all of which taken together shall constitute but one in same instrument.
30. Offsite Community Park.
- I. The Applicant shall construct three (3) rectangular athletic fields in accordance with FCPA Level 3 standards (the "Athletic Fields") and a gravel parking lot for 100 cars with entrances and travel lanes on property owned by the Board of Supervisors identified on Tax Map 55-3 ((1))26 (the "Property") subject to the following:
- a. The Applicant's expenses for construction of the above Athletic Fields shall be a maximum of \$175,451.00, subject to inflationary adjustments based upon the Construction Cost Index of the Engineering News Record from the period of one (1) year from the date of the approval of the rezoning application by the Board of Supervisors, to the actual date of payment. Any excess funds not utilized for onsite recreational facilities as required by Paragraph 2 of Section 6-110 of the Zoning Ordinance may be utilized towards this \$175,451.00.
- b. The remaining funds necessary to complete the construction of the above Athletic Fields are anticipated to be available from the Warren Property and Timber Ridge through their respective contributions to an escrow agent or DPWES. In the event the estimated costs as prepared by the Applicant, subject to the approval by the FCPA, for the construction of the Athletic Fields, exceed \$408,000.00 which represents the contributions proffered on behalf of the Applicant, Warren Property and Timber Ridge Property, the Applicant shall request the remaining funds necessary to construct the said facilities from Fairfax County.
- c. In addition, the Applicant shall be responsible to obtain site plan approval for the Athletic Fields but shall not be responsible to obtain any other necessary permits and approvals which may include, but not be limited to Zoning, 2232 review or amendments thereto, wetlands, etc. All required permits and approvals shall be obtained in a timely manner so the Applicant can satisfy this proffer. The Applicant shall be permitted access to the property for the purpose of studying, testing and engineering the Property for preparation for the submission of a site plan and the Property shall be made available to the Applicant with no outstanding environmental issues or clean-up of unsuitable materials.
- II. The Applicant shall construct the Athletic Fields prior to the issuance of the RUP which represents 51% of the total number of dwelling units within Land Bays C and D of the Application Property if paragraphs Ib and Ic above are satisfied. If Par. Ib

is not satisfied, and Fairfax County provides the remaining necessary funding to the Applicant to complete the construction of the Athletic Fields, subject to future reimbursement from the Warren Property and Timber Ridge Property, the Applicant shall construct the Athletic Fields.

In the event that the cost for the construction of the Athletic Fields estimated by the Applicant, subject to the approval by FCPA, is to be above \$408,000.00 and funds in excess of the \$408,000.00 or any remaining funds as referenced above are not available from Fairfax County and/or necessary permits and approvals, with the exception of the site plan which is the Applicant's responsibility, are not satisfied as set forth above prior to issuance of the RUP which represent 51% of the total number of dwelling units within Land Bays C and D of the Application Property, then the Applicant shall escrow the \$175,451.00 to an escrow agent or DPWES for construction of the Athletic Fields by others. The Applicant shall provide documentation to DPWES to demonstrate that said funds have been provided to an escrow agent. In lieu of escrowing the \$175,451.00 to an escrow agent or DPWES, the Applicant may elect to delete a portion of the Athletic Fields as approved by FCPA so that the total cost toward construction of the Athletic Fields does not exceed \$408,000.00.

In the event the Athletic Fields are constructed by Fairfax County, the Applicant shall reimburse Fairfax County at time of issuance of the RUP which represents 51% of the total number of units within Land Bays C and D of the Application Property, provided, however, said reimbursement shall not exceed the total amount of contribution proffered herein.

It is understood that the Applicant intends to submit the site plan for the Athletic Fields on a timely basis and to complete the construction of the Athletic Fields no later than 12 months from the approval of necessary permits to construct the Athletic Fields. However, in the event that delays occur in the processing and/or the approval of the site plan and/or permits it shall be understood that the time frames and issuance of RUPs set forth above may be modified if mutually agreed to between the Applicant and the Department of Planning and Zoning at the necessity of a Proffered Condition Amendment.

- III. In addition, the Applicant will manage the installation of an irrigation system for the Athletic Fields if Fairfax County desires that an irrigation system be constructed concurrent with the construction of the Athletic Fields by the Applicant. In that case, Fairfax County shall provide to the Applicant, within 60 days of the Applicant's written notification to Fairfax County of the intent to submit a site plan, specifications and commitment to funding on behalf of Fairfax County for the irrigation system prior to site plan submission for the Athletic Fields. The Applicant shall be responsible for the incremental costs associated with the installation of the irrigation system.

31. Stormwater Management for Land Bay A. The Applicant shall convey stormwater run-off from Land Bay A into the proposed regional stormwater management facility in a manner that will not result in any clearing to the proposed open space area located in the northwestern quadrant of the intersection of Monument Drive and Government Center Parkway as may be approved by DPWES. This shall not preclude any necessary clearing and grading within this area for the installation of other utilities pursuant to Proffer 7.
32. Antennas. The construction of telecommunication towers or antennas shall be restricted to those facilities which serve the residents of the Application Property.
33. Lighting. Any parking lot lighting and security lighting shall be fully shielded and directed downward to minimize off-site glare to adjacent existing residential uses. The Applicant shall submit a lighting plan to DPWES at time of site plan(s) to identify the specific locations and types of lighting to be provided.
34. Parking. The Applicant agrees to ensure that users of the Applicant Property are notified that parking at Carriage Park and/or the Ellipse are for the exclusive use of Carriage Park and/or the Ellipse residents and guests. In the event that automobiles from the Application Property park at Carriage Park or the Ellipse, the Applicant acknowledges that such automobiles will be subject to the enforcement of the parking regulations including towing at the automobile owner's expense.
35. Land Bay A (Multiple Family).
 - A. The Applicant reserves the flexibility to provide a gate around the perimeter of Land Bay A. There shall be no gates permitted around the perimeter of any other land bays.
 - B. The Applicant shall provide an easement within Land Bay A to the western property line for the purposes of emergency access only. Said emergency access shall be provided by others at such time as Federalist Way is closed to Lee Highway, Route 29, by others. However, this easement shall not be required in the event that administrative approval by the Zoning Administration or a Proffered Condition Amendment application for the Ellipse which is identified as Fairfax County Tax Map 56-1 ((15)) 3 is approved in order to allow the existing access to Lee Highway, Route 29, to be maintained.

(SIGNATURES BEGIN ON NEXT PAGE)

Carney-Smith (Residential)
Proffers RZ 1998-SU-041

APPLICANT/TITLE OWNER

Jack W. Carney, Trustee
Jack W. Carney, Trustee

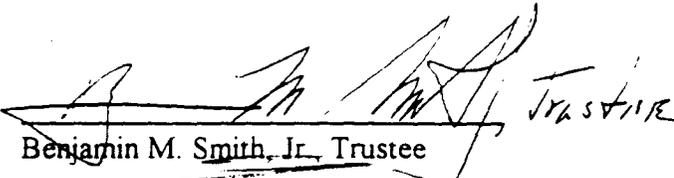
Benjamin M. Smith, Jr., Trustee

(SIGNATURES CONTINUE ON FOLLOWING PAGE)

Carney-Smith (Residential)
Proffers RZ 1998-SU-041

APPLICANT/TITLE OWNER

Jack W. Carney, Trustee



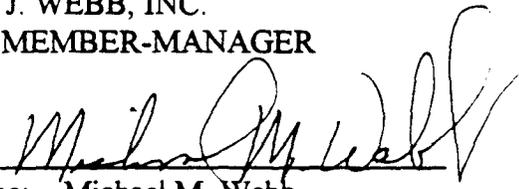
Benjamin M. Smith, Jr., Trustee

(SIGNATURES CONTINUE ON FOLLOWING PAGE)

Carney-Smith (Residential)
Proffers RZ 1998-SU-041

CONTRACT PURCHASER

FAIRFAX CENTER, L.L.C.
BY: WEBB DEVELOPMENT, L.L.C.
ITS MEMBER-MANAGER
BY: J. WEBB, INC.
ITS MEMBER-MANAGER

By: 
Name: Michael M. Webb
Its: President/Chairman

[END SIGNATURES]